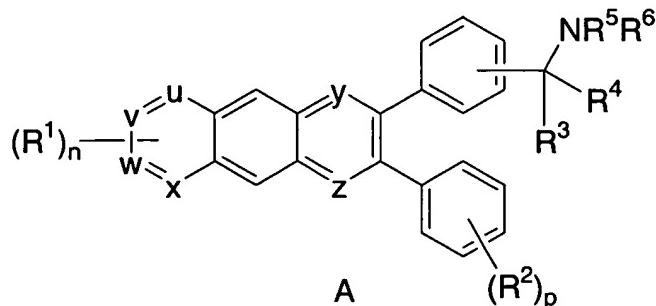


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DT04 Rec'd PCT/PTO 04 OCT 2004

In the claims:

1. (original) A compound of the Formula A:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 2, 3, 4, 5 or 6;

u, v and x are independently selected from: CH and N;

w is selected from a bond, CH and N;

y and z are independently selected from: CH and N, provided that at least one of y and z is N;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,

- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NR^c(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,
- 16) NR^cS(O)_mR^a,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) NR^c(C=O)O_bR^a,
- 21) O(C=O)O_bC₁-C₁₀ alkyl,
- 22) O(C=O)O_bC₃-C₈ cycloalkyl,
- 23) O(C=O)O_baryl, and
- 24) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R² is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,

- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1-C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) CHO,
- 18) NO₂,
- 19) $NR^c(C=O)O_bR^a$,
- 20) $O(C=O)O_bC_1-C_{10}$ alkyl,
- 21) $O(C=O)O_bC_3-C_8$ cycloalkyl,
- 22) O(C=O)O_baryl, and
- 23) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^Z;

R³ and R⁴ are independently selected from: H, C₁-C₆-alkyl and C₁-C₆-perfluoroalkyl, or

R³ and R⁴ are combined to form -(CH₂)_t- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)_m, -N(R^b)C(O)-, and -N(COR^a)-;

R⁵ and R⁶ are independently selected from:

- 1) H,
- 2) (C=O)O_bR^a,
- 3) C₁-C₁₀ alkyl,
- 4) aryl,
- 5) C₂-C₁₀ alkenyl,
- 6) C₂-C₁₀ alkynyl,

- 7) heterocyclyl,
- 8) C₃-C₈ cycloalkyl,
- 9) SO₂R^a, and
- 10) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R⁵ and R⁶ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with Q and also optionally substituted with one or more substituents selected from R^z;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) (C=O)ObC₁-C₁₀ alkyl,
- 3) (C=O)ObC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^Z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂N(R^b)₂,
- 21) NR^c(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is substituted or unsubstituted (C₁-C₆)alkyl, substituted or unsubstituted (C₂-C₆)alkenyl, substituted or unsubstituted (C₂-C₆)alkynyl, substituted or unsubstituted (C₃-C₆)cycloalkyl, substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

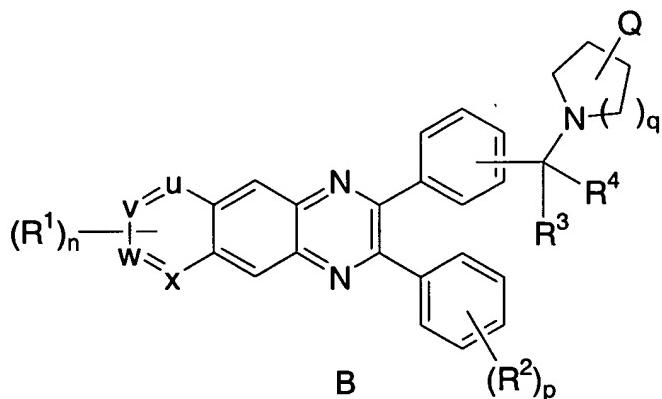
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

2. (original) A compound of the Formula B:



wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1 or 2;

n is 0, 1 or 2;

p is 0, 1 or 2;

q is 0, 1, 2, 3 or 4;

r is 0 or 1;

s is 0 or 1;

t is 2, 3, 4, 5 or 6;

u, v and x are independently selected from: CH and N;

w is selected from a bond, CH and N;

Q is selected from: -NR⁷R⁸, aryl and heterocyclyl, said aryl and heterocyclyl optionally substituted with one to three substituents selected from R^Z;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁₋₁₀ alkyl,
- 2) (C=O)_aO_baryl,

- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NR^c(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,
- 16) NR^cS(O)_mR^a,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) NR^c(C=O)O_bR^a,
- 21) O(C=O)O_bC₁-C₁₀ alkyl,
- 22) O(C=O)O_bC₃-C₈ cycloalkyl,
- 23) O(C=O)O_baryl, and
- 24) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z;

R² is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,

- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NR^c(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,
- 16) NR^cS(O)_mR^a,
- 17) CHO,
- 18) NO₂,
- 19) NR^c(C=O)O_bR^a,
- 20) O(C=O)O_bC₁-C₁₀ alkyl,
- 21) O(C=O)O_bC₃-C₈ cycloalkyl,
- 22) O(C=O)O_baryl, and
- 23) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^Z;

R³ and R⁴ are independently selected from: H, C₁-C₆-alkyl and C₁-C₆-perfluoroalkyl, or

R³ and R⁴ are combined to form -(CH₂)_t- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)_m, -N(R^b)C(O)-, and -N(COR^a)-;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,

- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^Z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,

- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂N(R^b)₂,
- 21) NR^c(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₆)cycloalkyl, substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

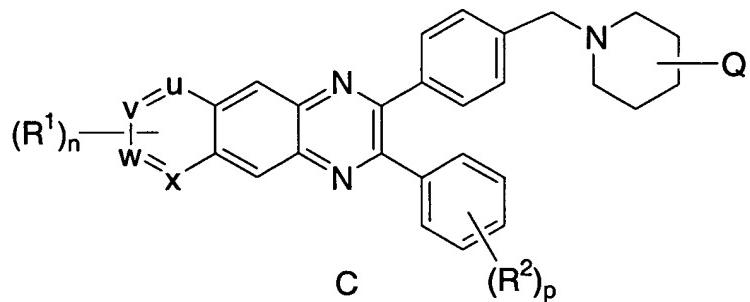
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. (original) The compound according to Claim 1 which is:



wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1 or 2;

n is 0, 1 or 2;

p is 0, 1 or 2;

r is 0 or 1;

s is 0 or 1;

u, v and x are independently selected from: CH and N;

w is selected from a bond, CH and N;

Q is selected from: $-NR^7R^8$ and heterocyclyl, said heterocyclyl optionally substituted with one to three substituents selected from R^2 ;

R^1 is independently selected from:

- 1) $(C=O)_aObC_{1-10}$ alkyl,
- 2) $(C=O)_aObaryl$,
- 3) C_2-C_{10} alkenyl,

- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NR^c(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,
- 16) NR^cS(O)_mR^a,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) NR^c(C=O)O_bR^a,
- 21) O(C=O)O_bC₁-C₁₀ alkyl,
- 22) O(C=O)O_bC₃-C₈ cycloalkyl,
- 23) O(C=O)O_baryl, and
- 24) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R² is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,

- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) CHO,
- 18) NO₂,
- 19) $NR^c(C=O)O_bR^a$,
- 20) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 21) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 22) $O(C=O)O_b$ aryl, and
- 23) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyllyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^Z is selected from:

- 1) $(C=O)_rO_s(C_1-C_{10})\text{alkyl}$,
- 2) $O_r(C_1-C_3)\text{perfluoroalkyl}$,
- 3) $(C_0-C_6)\text{alkylene-S(O)}_mR^a$,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) $(C=O)_rO_s(C_2-C_{10})\text{alkenyl}$,
- 9) $(C=O)_rO_s(C_2-C_{10})\text{alkynyl}$,
- 10) $(C=O)_rO_s(C_3-C_6)\text{cycloalkyl}$,
- 11) $(C=O)_rO_s(C_0-C_6)\text{alkylene-aryl}$,
- 12) $(C=O)_rO_s(C_0-C_6)\text{alkylene-heterocycllyl}$,
- 13) $(C=O)_rO_s(C_0-C_6)\text{alkylene-N(R}^b_2)$,
- 14) $C(O)R^a$,
- 15) $(C_0-C_6)\text{alkylene-CO}_2R^a$,
- 16) $C(O)H$,
- 17) $(C_0-C_6)\text{alkylene-CO}_2H$,
- 18) $C(O)N(R}^b_2)$,
- 19) $S(O)_mR^a$, and
- 20) $S(O)_2NR^9R^{10}$

- 21) $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$,
- 22) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 23) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 24) $\text{O}(\text{C}=\text{O})\text{O}_b$ aryl, and
- 25) $\text{O}(\text{C}=\text{O})\text{O}_b$ -heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)$ alkoxy, halogen, CO_2H , CN, $\text{O}(\text{C}=\text{O})\text{C}_1\text{-C}_6$ alkyl, oxo, and $\text{N}(\text{R}^b)_2$;

R^a is $(\text{C}_1\text{-C}_6)$ alkyl, $(\text{C}_2\text{-C}_6)$ alkenyl, $(\text{C}_2\text{-C}_6)$ alkynyl, $(\text{C}_3\text{-C}_6)$ cycloalkyl, substituted or unsubstituted aryl, $(\text{C}_1\text{-C}_6)$ perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, $(\text{C}_1\text{-C}_6)$ alkyl, aryl, heterocyclyl, $(\text{C}_3\text{-C}_6)$ cycloalkyl, $(\text{C}=\text{O})\text{OC}_1\text{-C}_6$ alkyl, $(\text{C}=\text{O})\text{C}_1\text{-C}_6$ alkyl or $\text{S}(\text{O})_2\text{R}^a$;

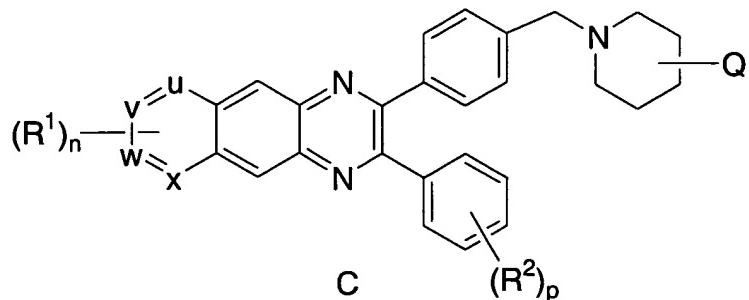
R^c is selected from:

- 1) H,
- 2) $\text{C}_1\text{-C}_{10}$ alkyl,
- 3) aryl,
- 4) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 5) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 6) heterocyclyl,
- 7) $\text{C}_3\text{-C}_8$ cycloalkyl,
- 8) $\text{C}_1\text{-C}_6$ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z , or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. (original) The compound according to Claim 2 which is:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

u, v and x are independently selected from: CH and N;

w is selected from a bond, CH and N;

Q is selected from: -NR⁷R⁸, phenyl, benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl, said benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl optionally substituted with R²;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,

- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NR^c(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,
- 16) NR^cS(O)_mR^a,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) NR^c(C=O)O_bR^a,
- 21) O(C=O)O_bC₁-C₁₀ alkyl,
- 22) O(C=O)O_bC₃-C₈ cycloalkyl,
- 23) O(C=O)O_baryl, and
- 24) O(C=O)O_b-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R² is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,

- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) CHO,
- 18) NO₂,
- 19) $NR^c(C=O)O_bR^a$,
- 20) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 21) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 22) $O(C=O)O_b$ aryl, and
- 23) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R_Z;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyllyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^Z is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})\text{alkyl}$,
- 2) $O_r(C_1-C_3)\text{perfluoroalkyl}$,
- 3) $(C_0-C_6)\text{alkylene-S(O)}_mR^a$,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) $(C=O)_rOs(C_2-C_{10})\text{alkenyl}$,
- 9) $(C=O)_rOs(C_2-C_{10})\text{alkynyl}$,
- 10) $(C=O)_rOs(C_3-C_6)\text{cycloalkyl}$,
- 11) $(C=O)_rOs(C_0-C_6)\text{alkylene-aryl}$,
- 12) $(C=O)_rOs(C_0-C_6)\text{alkylene-heterocyclyl}$,
- 13) $(C=O)_rOs(C_0-C_6)\text{alkylene-N(R}^b)_2$,
- 14) $C(O)R^a$,
- 15) $(C_0-C_6)\text{alkylene-CO}_2R^a$,
- 16) $C(O)H$,
- 17) $(C_0-C_6)\text{alkylene-CO}_2H$,
- 18) $C(O)N(R}^b)_2$,
- 19) $S(O)_mR^a$,
- 20) $S(O)_2NR^9R^{10}$
- 21) $NR^c(C=O)O_bR^a$,

- 22) O(C=O)ObC₁-C₁₀ alkyl,
- 23) O(C=O)ObC₃-C₈ cycloalkyl,
- 24) O(C=O)Obaryl, and
- 25) O(C=O)Ob-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

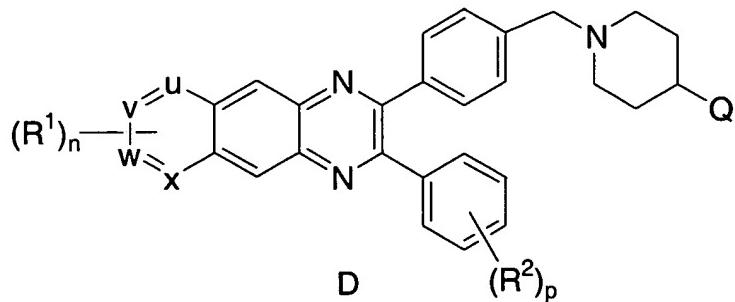
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

5. (original) The compound according to Claim 4 of the Formula D:



wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1 or 2;

n is 0, 1 or 2;

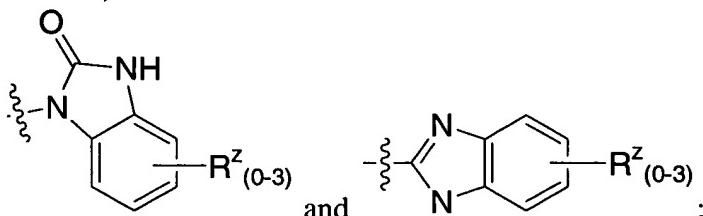
p is 0, 1 or 2;

r is 0 or 1;

s is 0 or 1;

u, v and x are independently selected from: CH and N;

w is selected from a bond, CH and N;



Q is selected from: -NR⁷R⁸,

and ;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,

- 9) CN,
- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) $NR^c(C=O)O_bR^a$,
- 21) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 22) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 23) $O(C=O)O_b$ aryl, and
- 24) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R_Z;

R₂ is independently selected from:

- 1) C₁-C₆ alkyl,
- 2) aryl,
- 3) heterocyclyl,
- 4) CO₂H,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) $S(O)_2NR^7R^8$,

said alkyl, aryl and heterocyclyl optionally substituted with one, two or three substituents selected from R_Z;

R₇ and R₈ are independently selected from:

- 1) H,
- 2) $(C=O)ObC_1-C_{10}$ alkyl,
- 3) $(C=O)ObC_3-C_8$ cycloalkyl,
- 4) $(C=O)Obaryl$,
- 5) $(C=O)Obheterocyclyl$,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z , or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z ;

R^z is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})alkyl$,
- 2) $Or(C_1-C_3)perfluoroalkyl$,
- 3) $(C_0-C_6)alkylene-S(O)_mR^a$,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) $(C=O)_rOs(C_2-C_{10})alkenyl$,
- 9) $(C=O)_rOs(C_2-C_{10})alkynyl$,
- 10) $(C=O)_rOs(C_3-C_6)cycloalkyl$,

- 11) $(C=O)_rOs(C_0-C_6)$ alkylene-aryl,
- 12) $(C=O)_rOs(C_0-C_6)$ alkylene-heterocyclyl,
- 13) $(C=O)_rOs(C_0-C_6)$ alkylene-N(R^b)₂,
- 14) C(O) R^a ,
- 15) (C_0-C_6) alkylene-CO₂ R^a ,
- 16) C(O)H,
- 17) (C_0-C_6) alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_m R^a ,
- 20) S(O)₂N(R^b)₂
- 21) NR^c(C=O)O_b R^a ,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂ R^a ;

RC is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,

8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R_Z, or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

6. (original) The TFA salt of a compound according to Claim 1 which is selected from:

1-{1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

N,N-dimethyl-1-[4-(6-phenyl-1H-imidazo[4,5-g]quinoxalin-7-yl)phenyl]metanamine;

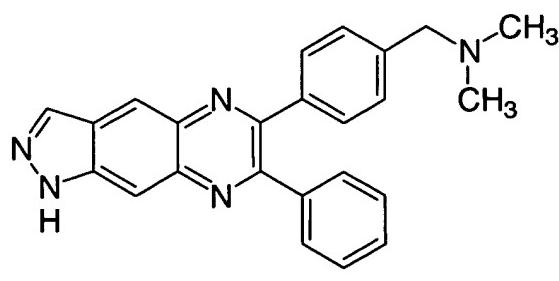
1-{1-[4-(3-phenylbenzo[g]quinoxalin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

N-{(3R)-1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]pyrrolidin-3-yl}-1,3-thiazole-5-carboxamide;

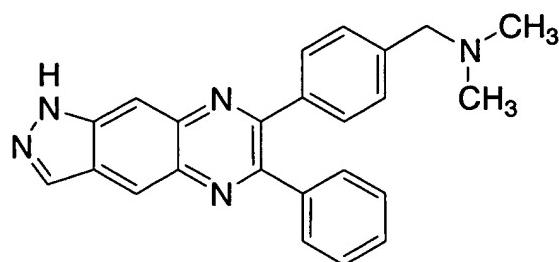
tert-butyl 1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]azetidin-3-ylcarbamate;

9-{1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]piperidin-4-yl}-9H-purin-6-amine;

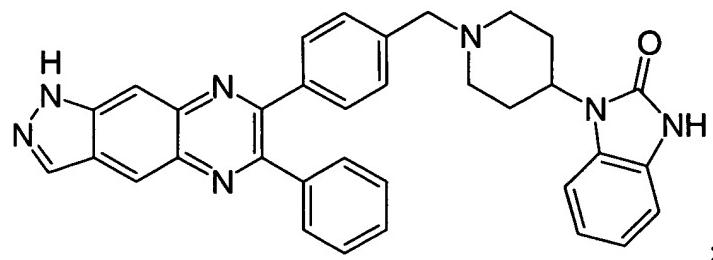
6-(4-{{4-(3H-imidazo[4,5-b]pyridin-3-yl)piperidin-1-yl}methyl}phenyl)-7-phenyl-1H-imidazo[4,5-g]quinoxaline;



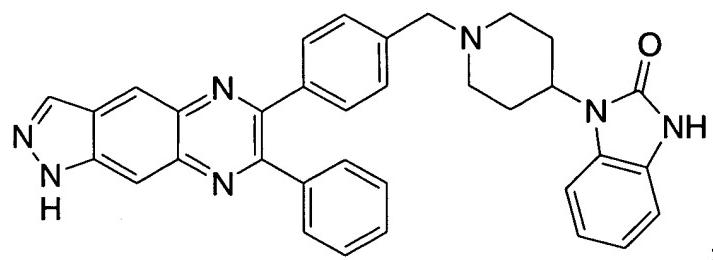
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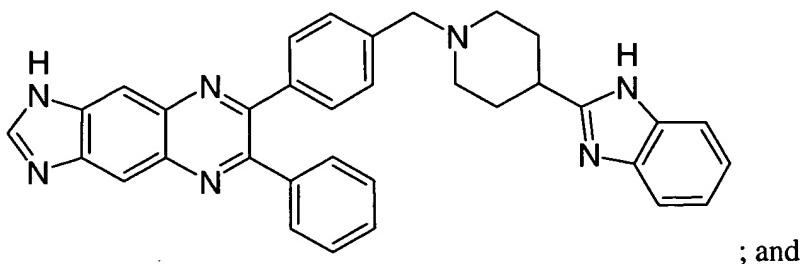
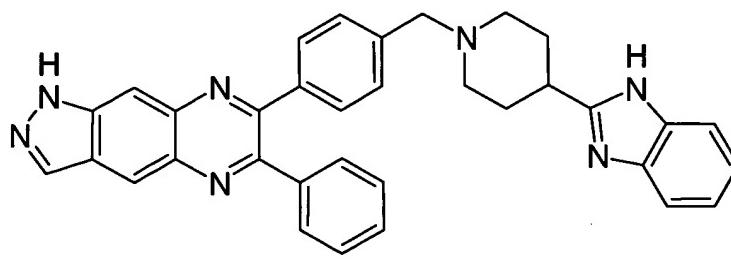
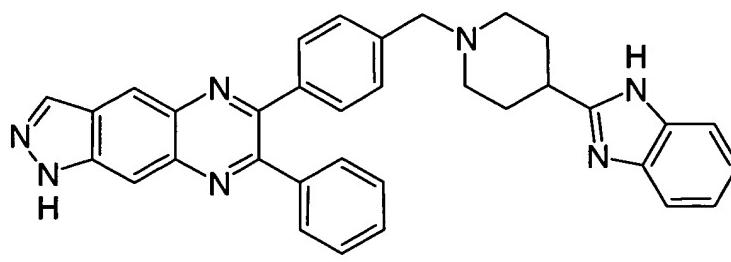
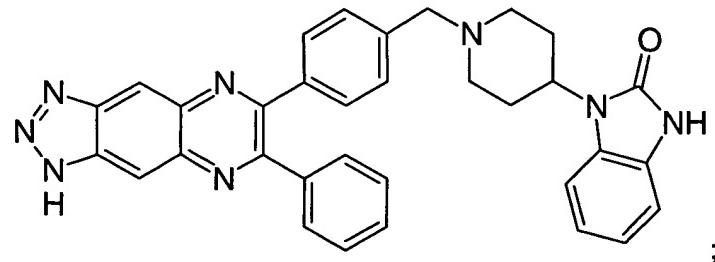
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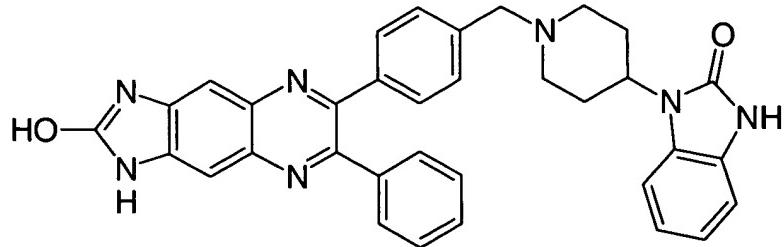


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or a stereoisomer thereof.

7. (original) A compound which is selected from:

1-{1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

N,N-dimethyl-1-[4-(6-phenyl-1H-imidazo[4,5-g]quinoxalin-7-yl)phenyl]metanamine;

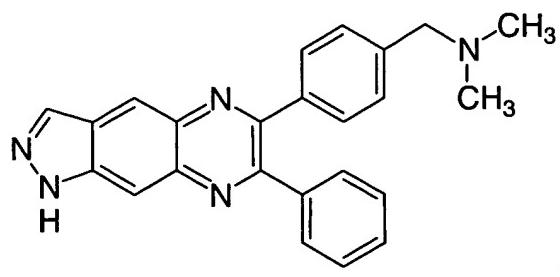
1-{1-[4-(3-phenylbenzo[g]quinoxalin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

N-{(3R)-1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]pyrrolidin-3-yl}-1,3-thiazole-5-carboxamide;

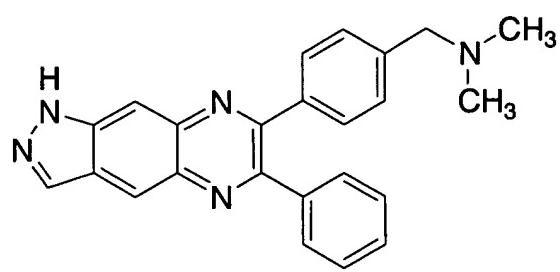
tert-butyl 1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]azetidin-3-ylcarbamate;

9-{1-[4-(7-phenyl-1H-imidazo[4,5-g]quinoxalin-6-yl)benzyl]piperidin-4-yl}-9H-purin-6-amine;

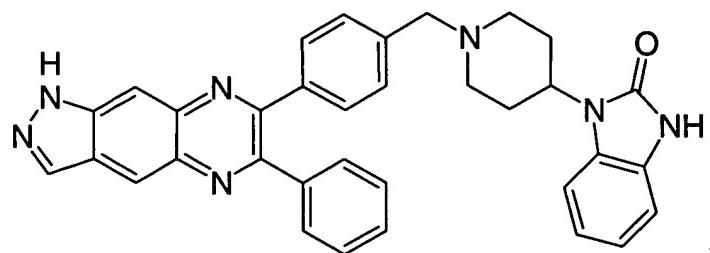
6-(4-{[4-(3H-imidazo[4,5-b]pyridin-3-yl)piperidin-1-yl]methyl}phenyl)-7-phenyl-1H-imidazo[4,5-g]quinoxaline;



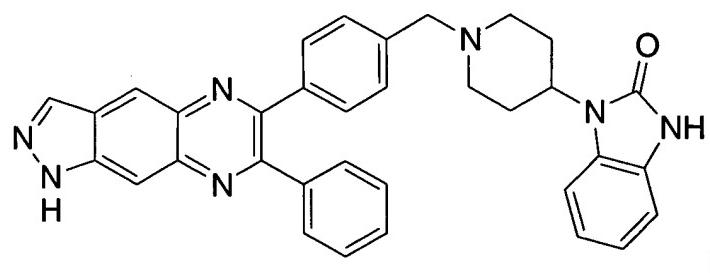
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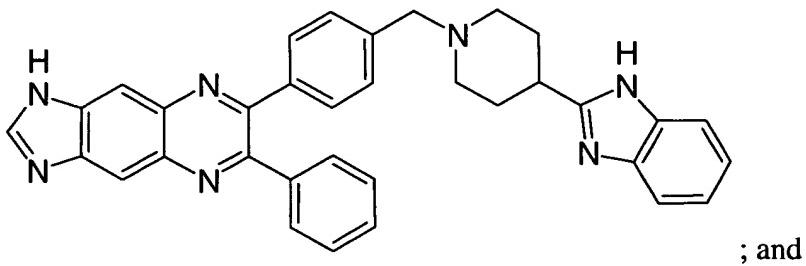
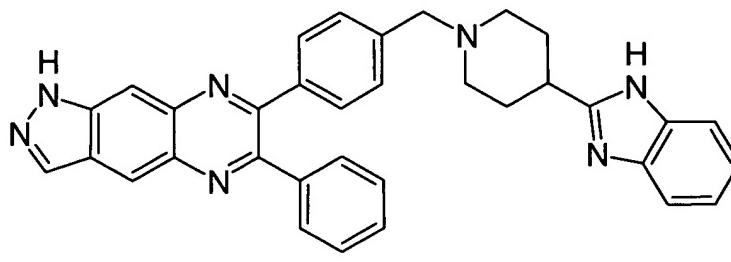
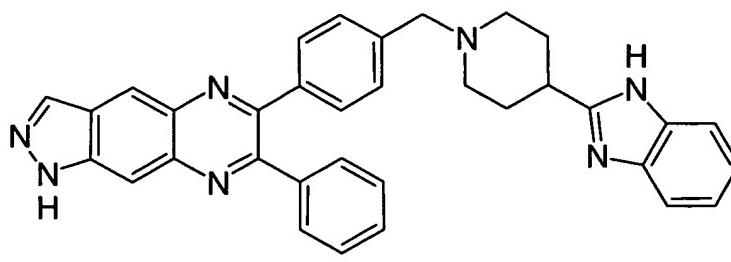
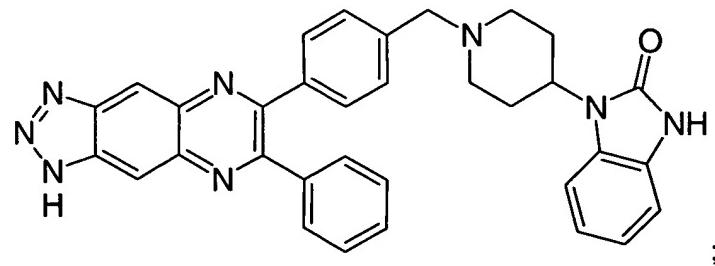
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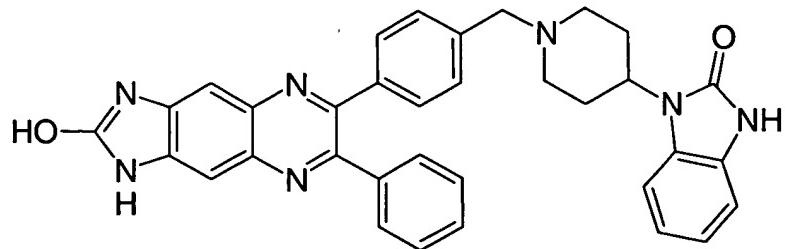


;



;





or a pharmaceutically acceptable salt or a stereoisomer thereof.

8. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 1.

9. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 7.

10. (original) A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 1.

11. (original) A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 7.

12. (original) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

13. (original) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 7.

14. (original) A pharmaceutical composition made by combining the compound of Claim 1 and a pharmaceutically acceptable carrier.

15. (canceled)

16. (canceled)

17. (canceled)

18. (canceled)

19. (canceled)

20. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) a PPAR- γ agonists,
- 12) a PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

21. (original) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) a PPAR- γ agonists,
- 12) a PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

22. (canceled)